



DJJ Transportation Services, Inc.

*a subsidiary of*

The David J. Joseph Company

March 5, 1997

REGISTRATION NO. 20443-A FILED 1425

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RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
12<sup>th</sup> Street and Constitution Ave., NW  
Washington, DC 20423

*Re-20443*

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Assignment and Assumption Agreement dated as of February 28, 1997 between the following parties:

Assignee: Fifth Third Leasing Company  
38 Fountain Square Plaza  
Cincinnati, OH 45263  
Attention: David A. Jackson

Assignor: DJJ Transportation Services, Inc.  
Transportation Services Division  
300 Pike Street  
Cincinnati, OH 45202  
Attention: Vice President

Please see Exhibit A attached hereto for the equipment involved in this transaction.

Please file this agreement as a secondary document. The amount of \$24.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Julie M. Woodard  
Documentation Assistant

Enclosures

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

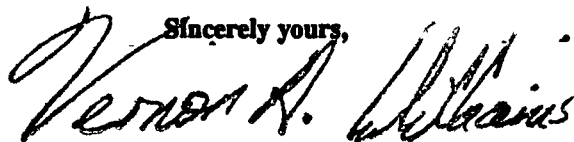
3/11/97

Julie M. Woodard  
Documentation Assistant  
BJJ Transportation Services, Inc.  
300 Pike Street  
Cincinnati, Ohio 45202

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/11/97 at 2:00PM, and assigned recordation number(s). 20443-A and 20443-B.

Sincerely yours,

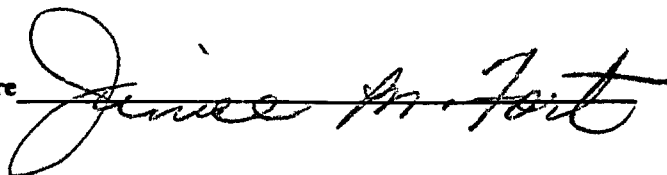


Vernon A. Williams  
Secretary

Enclosure(s)

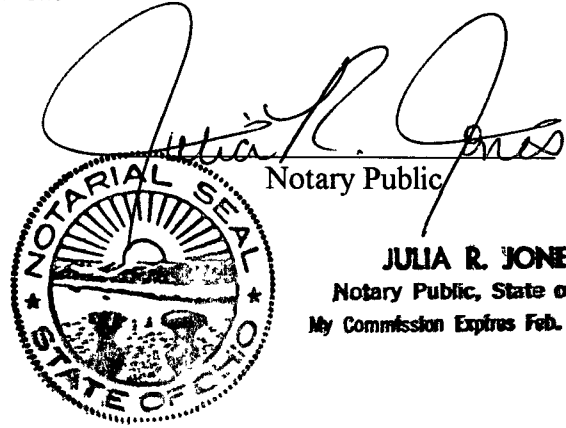
\$ 48.90 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



**CERTIFICATE**

The undersigned, Julia Jones, a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document



**JULIA R. JONES**  
Notary Public, State of Ohio  
My Commission Expires Feb. 27, 2000

**MEMORANDUM OF  
ASSIGNMENT AND ASSUMPTION AGREEMENT**

MAK 1 / 1997 4:22 PM

Memorandum of Assignment and Assumption Agreement for one hundred twenty (120) railcars ("Assignment Agreement") made and entered into as of February 28, 1997, by and between DJJ Transportation Services, Inc., a subsidiary of The David J. Joseph Company, a Delaware corporation ("Assignor") and The Fifth Third Leasing Company, an Ohio corporation ("Assignee").

**WITNESSETH:**

1. Assignor has agreed to assign to Assignee that certain lease agreement dated December 12, 1996, between Assignor as Lessor and ECDC Environmental, L.C. as Lessee (the "Lease") for one hundred twenty (120) railcars bearing the railroad reporting markings set forth on Exhibit A.

2. This Assignment Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Signed and acknowledged  
in the presence of:

Linda M. Baughman

Matee Blair

**DJJ TRANSPORTATION SERVICES, INC.**

By: [Signature]

Name: Douglas F. McMillan

Title: President

Signed and acknowledged  
in the presence of:

Linda M. Baughman

Matee Blair

**THE FIFTH THIRD LEASING COMPANY**

By: [Signature]

Name: David A. Jackson

Title: Senior Vice President

STATE OF OHIO            )  
                                  ) SS:  
COUNTY OF HAMILTON)

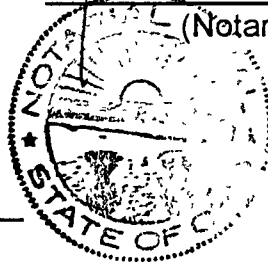
On this 28<sup>th</sup> day of February, 1997, before me the subscriber, Julia R. Jones, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Douglas F. McMillan, to me personally known, who stated and acknowledged that he is the President of DJJ Transportation Services, Inc., a subsidiary of The David J. Joseph Company, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 28<sup>th</sup> day of February, 1997.

  
(Notary Signature)

My commission expires:

2-27-2000

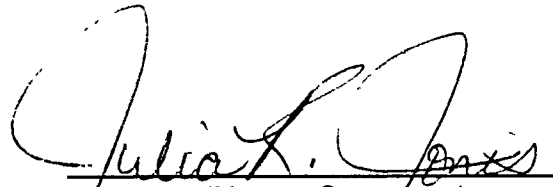


**JULIA R. JONES**  
Notary Public, State of Ohio  
My Commission Expires Feb. 27, 2000

STATE OF OHIO                    )  
  ) SS:  
COUNTY OF HAMILTON        )

On this 28<sup>th</sup> day of February, 1997, before me the subscriber, Julia R. Jones, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named David A. Jackson to me personally known, who stated and acknowledged that he is the Senior Vice President of The Fifth Third Leasing Company, an Ohio corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 28<sup>th</sup> day of February, 1997.

  
(Notary Signature)



My commission expires:

2-27-2000

**JULIA R. JONES**  
Notary Public, State of Ohio  
My Commission Expires Feb. 27, 2000

**EXHIBIT A**

**DESCRIPTION OF EQUIPMENT**

**One hundred twenty (120), railcars bearing reporting marks as follows:**

**ECXX 96001 - ECXX 96120, inclusive**